

Hearing Date: December 20, 2012 at 10:00 a.m. (ET)
Objection Deadline: November 19, 2012 at 4:00 p.m. (ET)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

(Jointly Administered)

Re: Docket No. 2049

**JOINDER OF UNION CENTRAL LIFE INSURANCE COMPANY, AMERITAS LIFE
INSURANCE CORP., AND ACACIA LIFE INSURANCE COMPANY TO LEAD
PLAINTIFF'S LIMITED OBJECTION TO DEBTORS' MOTION FOR A
SUPPLEMENTAL ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a), 363,
503(b)(1), 507(a)(2), 1107(a) AND 1108 AND BANKRUPTCY RULE 9019 TO THE FINAL
WAGES ORDER (I) AUTHORIZING AND DIRECTING THE DEBTORS TO
REIMBURSE ALLY FINANCIAL INC. FOR PAYMENTS MADE TO THE DEBTORS'
EMPLOYEES ON ACCOUNT OF COMPENSATION ISSUED ON OR AFTER THE
PETITION DATE; (II) GRANTING ALLY FINANCIAL INC. AN ADMINISTRATIVE
EXPENSE CLAIM ON ACCOUNT OF SUCH PAYMENTS; (III) GRANTING ALLY
FINANCIAL INC. A LIMITED RELEASE; AND (IV) AUTHORIZING THE DEBTORS
TO ESTABLISH AND FUND AN ESCROW ACCOUNT FOR THE BENEFIT OF ALLY
FINANCIAL INC. ON ACCOUNT OF SUCH ADMINISTRATIVE EXPENSE CLAIMS,
INCLUDING ADDITIONAL AMOUNTS TO THE ESCROW ACCOUNT AS
NECESSARY**

1. Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company (collectively “Union Central”), plaintiffs in the civil action styled as *Union Cent. Life Ins. Co. et al. v. Credit Suisse First Boston Mortg. Sec. Corp. et al.*, pending in the United States District Court for the Southern District of New York, Case No. 11-CV-2890 (GBD) (the “Union Central Action”), hereby join in the *Lead Plaintiff’s Limited Objection to Debtors’ Motion for a Supplemental Order Under Bankruptcy Code Sections 105(a), 363, 503(b)(1), 507(a)(2), 1107(a) And 1108 And Bankruptcy Rule 9019 to the Final Wages Order (I) Authorizing and Directing the Debtors To Reimburse Ally Financial Inc. for Payments Made to the Debtors’ Employees on Account of Compensation Issued on or After the Petition Date; (II) Granting Ally Financial Inc. an Administrative Expense Claim on Account of Such Payments; (III) Granting Ally Financial Inc. a Limited Release; and (IV) Authorizing the Debtors To Establish and Fund an Escrow Account for the Benefit of Ally Financial Inc. on Account of Such Administrative Expense Claims, Including Additional Amounts to the Escrow Account as Necessary* (the “Lead Plaintiff Limited Objection”)¹ [Docket No. 2226] filed by New Jersey Carpenters Health Fund, on behalf of itself and the Class in opposition to the Motion [Docket No. 2049].

2. The procedural history of the Union Central Action is set forth in detail in the *Joinder of Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company to Objection of New Jersey Carpenters Health Fund to Debtors’ Motion to Extend the Automatic Stay or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Litigation Against Debtors’ Directors and Officers and Non-Debtor*

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Lead Plaintiff Limited Objection.

Corporate Affiliates [Adv. No. 12-ap-01671-MG, Docket No. 42], and is incorporated herein by reference.

Dated: November 19, 2012
New York, New York

Respectfully submitted,

/s/ Michael S. Etkin

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